

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

OREGON TRAIL HOMESITES SUBDIVISION OWNERS ASSOCIATION, INC.
File number C 110323

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of OREGON TRAIL HOMESITES SUBDIVISION OWNERS ASSOCIATION, INC. duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: April 21, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Sisko*

ARTICLES OF INCORPORATION
OF

OREGON TRAIL HOMESITES SUBDIVISION OWNERS ASSOCIATION

We, the undersigned, each being a natural person of full age and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a non-profit corporation under the Idaho Non-profit Corporation Act, Idaho Code Section 30-301, et seq. We do hereby certify, declare and adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be OREGON TRAIL HOMESITES SUBDIVISION OWNERS ASSOCIATION, INC.

ARTICLE II

The period of existence and the duration of the life of this corporation shall be perpetual.

ARTICLE III

This corporation shall be a non-profit membership corporation.

ARTICLE IV

The location and post office address of the registered office of this corporation shall be 141 Northwood Way, P O Box 797, Ketchum, Idaho, 83340. Wesley K. Nash shall be the registered agent at the address set forth above.

ARTICLE V

A. The nature of the business and the object and purpose of the corporation shall be as follows:

(1) To form a corporation under the Idaho Non-Profit Corporation Act for the purpose of providing an Owners Association to which all owners of subdivision lots within the Oregon Trail Homesites Subdivision located in Twin Falls County, Idaho, shall belong for the purpose of maintaining and creating an environment that will provide maximum opportunity for the orderly development and continued maintenance and operation of a residential subdivision. This corporation shall be the Association defined in the Declaration of Covenants, Conditions and Restrictions of the Oregon Trail Homesites Subdivision, hereinafter referred to as the "Declaration", which Declaration will be filed of record with the Twin Falls County Recorder. All of the words or terms which are

ORIGINAL
IDAHO SECRETARY OF STATE
1990320 0900 7316 2
CUST# 2422
CORP
100.00= 100.00

capitalized herein shall have the same meaning and definition as contained in the definitions section of the Declaration, which definitions are incorporated herein by reference.

(2) To form an association in which the rights, privileges, burdens, responsibilities and interest of all members shall be based upon the ownership of each subdivision lot in the Oregon Trail Homesites Subdivision. This corporation shall have all powers incidental to a corporate structure except as its powers are restricted in the Declaration, and otherwise shall act and be operated as a "homeowners association" as defined in Section 528 of the Internal Revenue Code of 1954, as amended.

(3) To receive and accept and to be obligated to receive and accept from the Declarant grants of rights, title and interest in Association Property, to assume the functions and obligations imposed upon the Association Property as provided for under the Declaration. All Association Property, both real and personal, received and accepted by the corporation shall be held for the benefit and use of the members of the corporation.

(4) To prosecute any violation in law or equity against any person or persons who violate or attempt to violate any provisions of the Declaration, as set forth in the Declaration, and to do all acts reasonably necessary and convenient to carry out all of the provisions of the Declaration.

(5) To receive and accept, to take and to hold, directly or indirectly, by request, devise, gift, purchase or lease, either absolutely or in trust, any real or personal property without limitation as to amount or value for any of the purposes and objectives set forth in these Articles of Incorporation.

(6) The corporation shall have the power to levy regular or special assessments to fulfill the obligations and purposes set forth in these Articles of Incorporation and the Declaration.

B. In addition to the foregoing, where not inconsistent with the laws of the State of Idaho, and in particular the Idaho Non-Profit Corporation Act or the Declaration, the corporation shall have the following powers:

(1) The authority set forth in the Idaho Non-Profit Corporation Act relating to the organization and conduct of general business corporations.

(2) To buy, sell, acquire, hold or mortgage, or enter into security agreements, pledge, lease, assign, transfer, trade and deal in and with all kinds of personal property, goods, wares and merchandise of every kind, nature and description.

(3) To buy, sell, lease, let, mortgage, exchange or otherwise acquire or dispose of condominiums, buildings and real property, hereditaments and appurtenances of all kinds and wheresoever situated, and of any interest and rights therein, to the same extent as natural persons might or could do, and without limit as to amount.

(4) To borrow money, to draw, make, accept, enforce, transfer and execute promissory notes, debentures and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts, to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal, at any time owned or held by this corporation.

(5) To have one or more offices to carry on all or any part of its operations and business, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the Association, and which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might or could do, as principals, agents, contractors, trustees or otherwise, and either alone or in connection with any firm, person, association or corporation.

(6) The foregoing clauses are to be construed both as objects and powers. As hereby expressly provided, an enumeration herein of the objects, powers and purposes shall not be held to restrict in any manner the general powers of the corporation. The corporation shall have the power to do all acts that are necessary and convenient to obtain the objects and purposes herein set forth to the same extent and as fully as any natural person could or might do, within the framework of the Declaration, these Articles of Incorporation and the general corporation laws of the State of Idaho.

ARTICLE VI

The business of the corporation shall be managed by a Board of Directors established pursuant to the provisions of the Bylaws of the corporation. A director shall hold office for the term for which he was named or elected, and until his successor is elected and qualified.

The incorporators listed in Article XV shall serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified.

ARTICLE VII

In no event shall any income or assets of the corporation be distributed to or inure to the benefit of any member, director or officer hereof, either directly or indirectly, other than as bona fide expenses in carrying out the instructions and directions of the Board of Directors and the officers in order to accomplish and achieve the purpose and objectives of the corporation.

ARTICLE VIII

A. The corporation shall not issue any capital stock but shall issue membership certificates to each member hereof, including the Declarant, under the terms and conditions hereinafter set forth. Each owner, including Declarant, of a subdivision lot, by virtue of being such an owner and for so long as he is such an owner, shall be deemed a member of the Association. The Association membership of each owner, including the Declarant, shall be appurtenant to said subdivision lot and shall not be transferred, pledged or alienated in any way except upon the transfer of title to said subdivision lot, and then only to the transferee of title to said subdivision lot.

B. The Association shall have two (2) classes of voting memberships.

(1) Class A members shall consist of all owners of subdivision lots with the exception of Declarant, and shall be entitled to one (1) vote for each lot.

(2) Class B members shall be Declarant. Declarant shall be entitled to two (2) votes for each lot owned by Declarant until such time as sixty percent (60%) of the subdivision lots are owned by third parties, or until ten (10) years from the transfer of legal and equitable title by Declarant of a lot to an owner, whichever occurs first.

ARTICLE IX

Each member shall be liable for payment of all regular and special assessments provided for in the Declaration, and for payment and discharge of the liabilities of the corporation as provided for in the Declaration and as set forth in the Bylaws of the corporation.

ARTICLE X

Upon dissolution of the corporation, the corporation shall continue to exist but may not carry on any activities except those appropriate to wind up and liquidate its affairs, including:

(a) Preserving and protecting its assets and minimizing its liabilities;

(b) Discharging or making provisions for discharging its liabilities and obligations;

(c) Disposing of its properties that will not be distributed in kind;

(d) Returning, transferring and conveying assets held by the corporation upon a condition requiring the return, transfer or conveyance, which condition occurs by reason of the dissolution, in accordance with such condition;

(e) The distribution of assets on dissolution to its members, or if such distribution is impractical, the sale of the assets and the distribution of the proceeds of such sale to its members;

(f) Doing every other act necessary to wind up and liquidate its assets and affairs.

ARTICLE XI

The corporation shall have the power to indemnify its officers, directors, employees and agents to the full extent set forth in Idaho Code Section 30-3-88.

ARTICLE XII

The Bylaws of the corporation may be altered, amended or new Bylaws adopted at any regular or special meeting of the corporation called for that purpose by the affirmative unanimous vote of the votes entitled to be cast by the members present at such meeting.

ARTICLE XIII

For the purpose of specifying in detail the rights, responsibilities, duties and obligations of the Board of Directors, the officers, the manager or other employees and agents of the Association and the members thereof, including the obligation of the members to accept Association Property and the liability of the members for the payment of assessments, the Bylaws may incorporate by reference the provisions of the Declaration recorded in Twin Falls County, Idaho, provided a true and correct copy of the Declaration is attached to and made a part of the Bylaws of the corporation.

ARTICLE XIV

The business and affairs of the Association shall be managed and controlled by a Board of Directors. The original Board of

Directors shall be three (3); however, the Bylaws of the Association may provide for an increase or decrease in their number, provided that the number of directors shall not be greater than eight (8) nor less than three (3).

ARTICLE XV

The names and post office addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Wesley K. Nash	P O Box 797 Ketchum, Idaho 83340
Catherine M. Nash	P O Box 797 Ketchum, Idaho 83340

IN WITNESS WHEREOF, We have hereunto set our hands this 10th
day of April, 1995.



Wesley K. Nash




Catherine M. Nash

STATE OF IDAHO)
)
County of Blaine) ss.

On this 18th day of April, 1995, before me, the undersigned, a Notary Public in and for said State, personally appeared **WESLEY K. NASH** and **CATHERINE M. NASH**, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year first above written.



NOTARY PUBLIC for Idaho
Residing at Boise
Commission Expires: 2001

corp\orgntral.art